



BOULT • CUMMINGS
CONNERS • BERRY PLC

April A. Ingram
(615) 252-2302
Fax: (615) 252-6302
Email: aingram@boultcummings.com

April 24, 2001

David Waddell
Executive Director
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Via Hand Delivery

Re: Application of Momentum Business Solutions, Inc. for a Certificate of Convenience and Necessity as a Competing Telecommunications Service Provider
Docket No. 01-00379

Dear Mr. Waddell:

Momentum Business Solutions, Inc. ("Momentum" or "Applicant") hereby submits the enclosed Application, seeking authority to operate as a provider of UNE-based and resold telecommunications services within the state of Tennessee. An original and thirteen (13) copies are provided. Filed under separate cover is Exhibit "3" to the Application, which contains the Applicant's financial statements. Because this information is highly confidential and proprietary, Momentum requests that the Tennessee Regulatory Authority not disclose this financial information to the public or to any of Momentum's competitors.

Also enclosed is a check in the amount of \$25.00 for filing fees. Notice of this filing has been served on interested parties.

Please date-stamp the two additional copies provided and return them to the undersigned. If you have any questions concerning this matter, or if you require additional information, please give me a call at 252-2302.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By:

April A. Ingram

REC'D BY MAIL
01 APR 24 PM 12 15
OFFICE OF THE
EXECUTIVE SECRETARY

David Waddell
April 24, 2001
Page 2

AAI/nl

cc: Todd Fowler

BEFORE THE
TENNESSEE REGULATORY AUTHORITY

In the Matter of the Application of)	
Momentum Business Solutions, Inc)	TRA Docket No. _____
for a Certificate of Public Convenience)	
and Necessity to Provide Intrastate)	
Interexchange Services and Switched and)	
Special Access Local Exchange)	
and Resale Services)	

APPLICATION OF MOMENTUM BUSINESS SOLUTIONS, INC.

I. INTRODUCTION

Pursuant to the provisions of TCA §§ 65-4-201 (b) , (c) & (d) and the rules and regulations of the Tennessee Regulatory Authority, Momentum Business Solutions, Inc., (“Momentum” or “Applicant”) respectfully seeks a Certificate of Public Convenience and Necessity to provide intrastate interexchange telecommunications services, local exchange services through the use of unbundled network elements and the resold services of incumbent local exchange carriers and special access local exchange services in the areas served by BellSouth Telecommunications, Inc. (“BellSouth”) as defined by TCA § 65-4-101 (e).

Approval of this Application will promote the public interest by increasing the level of competition in the provision of telecommunications services in Tennessee. Therefore, Momentum Business Solutions respectfully requests that the Authority grant it a Certificate of

Public Convenience and Necessity to provide the various telecommunications services described above. In support thereof, Momentum provides the following information.

II. GENERAL

Applicant's legal name is Momentum Business Solutions, Inc.. Applicant maintains its principal place of business at:

Momentum Business Solutions, Inc.
2090 Columbiana Road, Suite 3000
Birmingham, Alabama 35216
(205) 978-2909

Correspondence or communications pertaining to this application should be directed to Momentum's attorneys of record:

Ms. April A. Ingram
Boult, Cummings, Conners & Berry PLC
414 Union Street, Suite 1600
Nashville, Tennessee 37219
(615) 252-2302 (Tel)
(615) 252-6302 (Fax)

Questions concerning the ongoing operations of Momentum Business Solutions, Inc. following certification should be directed to:

Ms. Peggy McKay, Director of Product Management
Momentum Business Solutions, Inc.
2090 Columbiana Road, Suite 3000
Birmingham, Alabama 35216
(205) 939-8471

Momentum Business Solutions, Inc. is a privately held corporation organized under the laws of Delaware. A corporate organizational chart, in addition to a copy of

Momentum's Articles of Incorporation and authorization to do business in the State of Tennessee, is attached hereto at Exhibit 1.

III. QUALIFICATIONS

A. Managerial and Technical Qualifications

Momentum Business Solutions, Inc. has the managerial and technical qualifications to provide the telecommunications services for which authority is requested in this Application. Momentum's management team has previous telecommunications experience and expertise. As illustrated in the biographical information set forth in Exhibit 2, Momentum's management personnel have held executive positions with companies in the communications industry prior to joining Momentum Business Solutions, Inc., which qualifies them to implement and provide the local exchange and interexchange services for which authority is requested.

B. Financial Qualifications

Momentum Business Solutions, Inc. is financially qualified to provide the telecommunications services for which authority is being requested in Tennessee. In particular, Momentum has access to the financing and capital necessary to conduct its telecommunications operations as specified in this application. This capital will be available to meet the current and future capital needs of Momentum's Tennessee operations. In support of Momentum's application, attached hereto as Exhibit 3 is a copy of Momentum Business Solutions, Inc.'s most recent financial statements, along with a three-year projected forecast. This exhibit is offered to demonstrate Momentum's financial ability to provide the proposed service.

Momentum Business Solutions, Inc. is not projecting any amount of reciprocal compensation for the termination of ISP traffic, nor has it been compensated previously for the termination of ISP traffic.

IV. PROPOSED SERVICES

Momentum Business Solutions, Inc. intends to offer resold intrastate interexchange services, switched and special access services, and local exchange service through the use of the unbundled network element - platforms offered by BellSouth and Sprint/United. Applicant will, upon certification and prior to commencing service, file its initial price list for end user services with the Authority.

Momentum Business Solutions will offer a broad range of products and services that will be developed on an ongoing basis. These will initially focus on the 1-10 line market, with heavy emphasis on POTS services and vertical features, as well as long distance service provided on a resale basis by Momentum's designated long distance carrier. Momentum anticipates that about 95% of its target market will utilize about 10% of its local services exclusively, with additional special application services being provided on an as-needed basis. Customers will also be able to change their existing pre-subscribed interexchange carrier for both intraLATA and interLATA long distance to Momentum's own long distance service, provisioned via a sub-PIC provided by Momentum's designated long distance carrier.

Since the majority of Momentum's customer base will initially be derived from ILEC and CLEC customers, Momentum will offer to switch their existing service to Momentum Business Solutions, Inc. "as specified." This will be done by utilizing the UNE-P contract to provision any loop/port combinations that apply to the existing end-user service, and offering those existing services not available on the UNE-P agreement via resale. The Applicant will not

require customers to purchase Customer Premises Equipment which cannot be used with the Incumbent Local Exchange Carrier's systems.

Momentum may also develop proprietary feature packages, usage plans and volume and term agreements. These services will emulate existing BellSouth products and services but provide greater value through discounts, greater variety of product offerings, consolidated billing and superior customer service.

All orders will be processed via BellSouth-approved OSS interfaces utilizing desktop programs and database systems that will provide proprietary front-ends for Momentum service representatives, customer care, and sales and marketing departments. This will allow Momentum's sales and marketing organization the ability to interface with BellSouth's CRIS, TAG, RSAG, PSIMS and other databases to retrieve pre-sales customer information after Momentum has obtained approval via an authorized LOA from the end-user. This information will then be used to develop pricing and discounts. Once the customer accepts Momentum's service, the Ordering and Provisioning department will input orders via a BellSouth-compliant electronic interface that conforms to LEO, OBF, EDI, and any other standards necessary to complete an error-free electronic order.

Momentum will also develop a relationship with local CPE vendors and electrical contractors in each MSA to provide inside wire, equipment and maintenance to Momentum's end-users. This will allow Momentum Business Solutions, Inc. to offer true one-stop shopping for its end-users' telecommunications needs.

A. Local Exchange Services

With respect to its local exchange offerings, Momentum Business Solutions, Inc. intends to provide all forms of intrastate telecommunications services, including: (1) basic

exchange services; (2) custom and CLASS features; (3) ancillary services (911, E911, directory listings, directory assistance, etc.); and (4) special access services. Momentum Business Solutions, Inc.'s rates for its local exchange end user offerings will depend largely upon BellSouth pricing and Momentum's costs. The projected rates for Momentum Business Solutions, Inc.'s local exchange services should provide for a 10% discount from BellSouth's current pricing.

B. Universal Service

Momentum Business Solutions, Inc. will participate in the support of universally available telephone service at affordable rates according to the Authority's present and future orders.

C. Local Exchange Directory Services

Momentum Business Solutions, Inc. intends to enter into or has already entered into agreements with BellSouth's directory publisher BAPCO, as well as Sprint Publishing, to include the names of its customers in the appropriate directories. According to these arrangements, the customers of both Momentum Business Solutions, Inc. and ILECs will receive their directories through existing distribution network.

D. Service Areas

Momentum Business Solutions, Inc. is seeking authorization to provide service throughout the entire state of Tennessee. However, Momentum Business Solutions, Inc. does not propose to offer telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines except for those that have voluntarily entered into an agreement with a competing telecommunications service provider or those that have applied to provide telecommunications services in an area outside its

service area existing as of June 6, 1995 or unless otherwise permitted by applicable state or federal law.

Momentum Business Solutions, Inc. does not, by this application, seek authority to provide service in any area served by a telephone cooperative.

E. Current Certifications

Momentum Business Solutions, Inc. is currently authorized to provide local telecommunications services in Alabama. Momentum Business Solutions, Inc. is in the process of filing applications for certificates of authority in five of the other eight states in the BellSouth nine-state footprint. The Applicant proposes to offer its services throughout the state of Tennessee, in areas that are currently being served by BellSouth and Sprint/United, which are designated open to competition.

F. Implementation Timeframe

After receiving regulatory approval from the Tennessee Regulatory Authority, Momentum intends to enter into an interconnection agreement with Sprint/United and has already entered into an interconnection agreement with BellSouth. Momentum Business Solutions, Inc. intends to commence providing its telecommunication services in Tennessee as early as July of 2001.

G. Repair and Maintenance

Momentum Business Solutions, Inc. understands the importance of effective customer service for local service customers. Momentum Business Solutions, Inc. has made arrangements for its customers to call the company at its toll-free customer service number, 1-800-466-2210. In addition, customers may contact the company in writing at the headquarters address, as well as via email at customersupport@momentumbusiness.com. The toll free number

will be printed on the customer's monthly billing statements. The Tennessee contact person for this is Todd Fowler and he can be reached at (205) 978-2909.

V. SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

See Exhibit 4.

VI. TOLL DIALING PARITY PLAN

See Exhibit 5.

VII. TENNESSEE SPECIFIC OPERATIONAL ISSUES

Momentum Business Solutions, Inc. will follow industry standard guidelines in complying with the toll-free countywide calling requirement in TCA §65-21-114. Momentum will build its database and program its switches in such a way that county identification information can be determined, and that in Tennessee, countywide calls will not be assessed a toll charge.

Momentum Business Solutions, Inc. does not intend to telemarket its services in Tennessee.

VIII. MISCELLANEOUS

A. Pre-filed Testimony

Sworn pre-filed testimony for Alan Creighton is provided in Exhibit 6.

B. Customer Deposits

Momentum Business Solutions, Inc. will not routinely require customer deposits but may request them in certain circumstances. Momentum Business Solutions, Inc. will state the terms, conditions, and amounts for such deposits in its tariffs, which it will submit for approval of the Authority. The Applicant is bonded for the amount of the deposits.

C. Complaints

Momentum Business Solutions, Inc. is not aware of any formal complaints filed against it.

IX. PUBLIC INTEREST

The granting of Momentum Business Solutions, Inc.'s application for local exchange and interexchange authority is in the public interest and will serve the public convenience and necessity. In enacting the Federal Telecommunications Act of 1996, the United States Congress determined that it is in the public interest to promote competition in the provision of telecommunications services, including local exchange services. Experience with competition in other telecommunications markets, such as long distance, competitive access, and customer premises equipment, demonstrates the benefits that competition can bring to consumers. Consumers are enjoying increased services, lower prices, higher quality, and greater reliability. This is true not only with respect to the service offerings of the new entrants, but also as a result of the response of incumbent monopoly providers to the introduction of competition.

Momentum Business Solutions, Inc.'s proposed services will provide multiple public benefits by increasing the competitive choices available to small business users in Tennessee. Enhanced competition in telecommunications services likely will further stimulate

economic development in Tennessee. In addition, increased competition will create incentives for all carriers to offer lower prices, more innovative services, and more responsive customer service. Finally, as a provider of both long distance and local exchange services, Momentum will be able to offer its customers the benefits of “one stop” shopping.


X. CONCLUSION

The telecommunications industry is growing and changing at an impressive pace. The entry of Momentum Business Solutions, Inc. into the local exchange and interexchange market will promote the public interest by enhancing competition in the provision of telecommunications services within Tennessee. Momentum Business Solutions, Inc. will bring significant benefits to telecommunications users in Tennessee. Momentum Business Solutions, Inc.’s expertise in the telecommunications sector will permit it to select the most economic and efficient services, thereby providing customers with an attractive combination of price, quality, and customer service. Accordingly, Momentum anticipates its proposed service will provide subscribers with better quality services and will increase consumer choice of innovative, diversified, and reliable service offerings.

WHEREFORE, Momentum Business Solutions, Inc. requests that the Tennessee Regulatory Authority grant it a Certificate of Public Convenience and Necessity to provide combinations of UNE-based and resold intrastate interexchange services and switched and special access local exchange services in Tennessee.

Respectfully submitted this 24th day of April, 2001.

MOMENTUM BUSINESS SOLUTIONS, INC.

By: _____

April A. Ingram, Esq.
BOULT, CUMMINGS, CONNERS & BERRY, PLC
414 Union Street
Suite 1600
Nashville, Tennessee 37219
(615) 252-2302

Attorneys for Momentum Business Solutions, Inc.

NOTICE OF FILING

Momentum Business Solutions, Inc. has filed an Application with the Tennessee Regulatory Authority for a Certificate of Convenience and Necessity as a Competing Telecommunications Service Provider. The undersigned hereby certifies that a copy of this notice and a copy of the Application has been served on the following persons via U.S. Mail this 24th day of April, 2001:

Guy M. Hicks
BellSouth Telecommunications, Inc.
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300

T. G. Pappas, Esq.
Bass, Berry & Sims
2700 First American Center
313 Deaderick Street
Nashville, Tennessee 37238-2700

James B. Wright, Esq.
United Telephone-Southeast, Inc.
14111 Capital Boulevard
Wake Forest, NC 27587-5900

Ardmore Telephone Company, Inc.
Terry Wales, General Manager
P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449

Century Telephone or Adamsville
David Dickey, Division Manager
P.O. Box 405
116 N. Oak Street
Adamsville, TN 38310

Century Telephone of Claiborne
Don Ray Fannon, Division Manager
P.O. Box 100
57 Main Street
New Tazewell, TN 37825

Century Telephone of Ooltewah-Collegedale, Inc.
Terry Crutchfield, Division Manager
P.O. Box 782
5616 Main Street
Ooltewah, TN 37363

Citizens Telephone Company of Tennessee
Citizens Telecommunications Company of the Volunteer State
Mike Swatts, State Regulatory Director, South
P.O. Box 770
300 Bland Street
Bluefield, WV 24701

TDS Telecom-Tellico Telephone Company, Inc.
P.O. Box 9
102 Spence Street
Tellico Plains, TN 37385-0009

Loretto Telephone Company, Inc.
Louise Brown, President
P.O. Box 130
Loretto, TN 38469

Millington Telephone Company, Inc.
W. S. Howard, President
4880 Navy Road
Millington, TN 38053

Sprint-United
Steve Parrott
Director-Regulatory Affairs
112 Sixth Street
Bristol, TN 37620

TDS Telecom-Concord Telephone Exchange, Inc.
Jerry R. Parkerson, Manager
P.O. Box 22610
701 Concord Road
Knoxville, TN 37933-0610

TDS Telecom-Humphreys County Telephone Company
Bernard R. Arnold, Manager
P.O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552

TDS Telecom-Tennessee Telephone Company
P.O. Box 18139
Knoxville, TN 37928-2139

TEC-Crockett Telephone Company, Inc.
P.O. Box 7
Friendship, TN 38034

TEC-People's Telephone Company, Inc.
P.O. Box 310
Erin, TN 37061

TEC-West Tennessee Telephone Company, Inc.
P.O. Box 10
244 E. Main Street
Bradford, TN 38316

United Telephone Company
P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034


April A. Ingram

LIST OF EXHIBITS

Exhibit 1	Organizational Chart Articles of Incorporation Certificate of Authority to do Business in Tennessee
Exhibit 2	Management and Technical Biographies
Exhibit 3	Financial Statements
Exhibit 4	Minority Business Plan
Exhibit 5	IntraLATA Toll Dialing Parity Plan
Exhibit 6	Prefiled Testimony

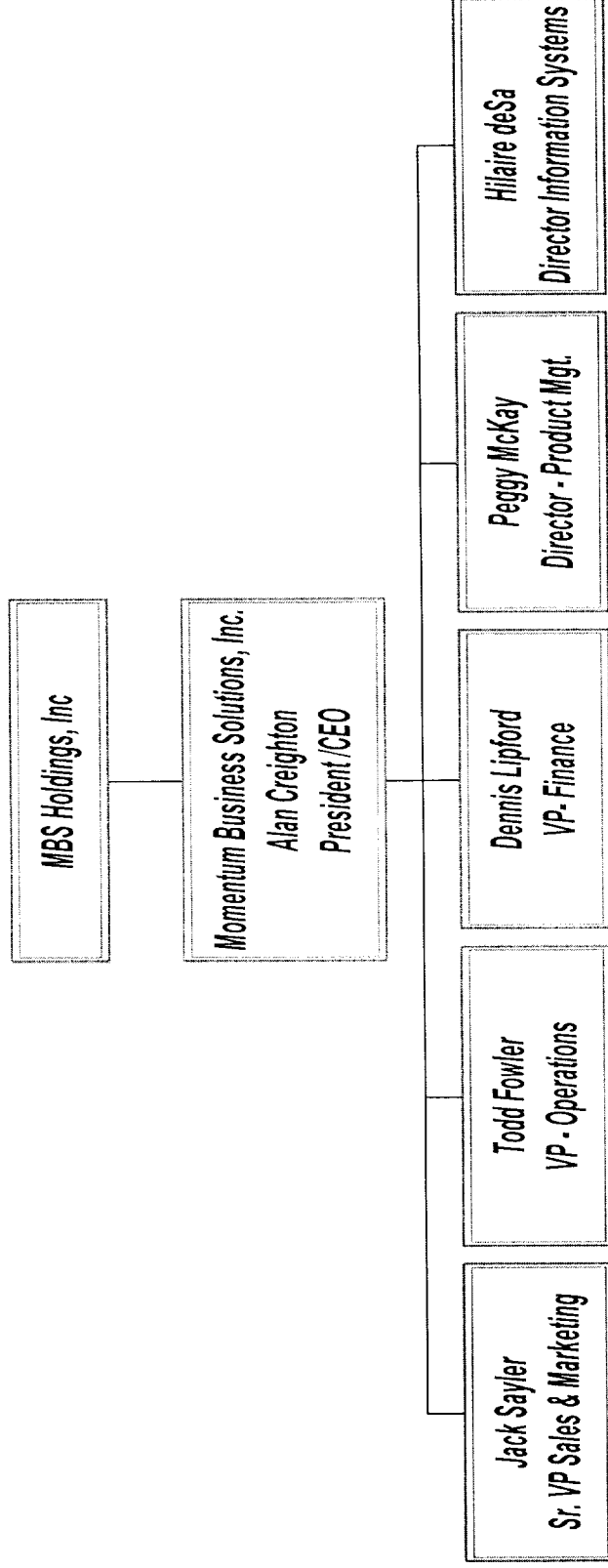
Exhibit 1

Organizational Chart

Articles of Incorporation

Certificate of Authority to do Business in Tennessee

Momentum Business Solutions, Inc.



State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "MOMENTUM BUSINESS SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF APRIL, A.D. 2001, AT 8:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3216570 8100

010180633



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1080714

DATE: 04-16-01

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MOMENTUM BUSINESS SOLUTIONS, INC.**

It is hereby certified that:

1. The present name of the corporation (hereinafter called the "Corporation") is Momentum Business Solutions, Inc., which is the name under which the Corporation was originally incorporated; and the date of filing the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware is April 20, 2000.

2. This Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of this Corporation, and has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware by the Board of Directors and the stockholders of the Corporation. The total number of outstanding shares entitled to vote or act by written consent was 161,750 shares of Common Stock. A majority of the outstanding shares of Common Stock approved this Amended and Restated Certificate of Incorporation by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware, and written notice of such was given by the Corporation in accordance with said Section 228.

3. The Certificate of Incorporation of the Corporation is hereby amended and restated to read as follows:

I.

The name of the Corporation is Momentum Business Solutions, Inc.

II.

The address of the registered office of the Corporation in the State of Delaware is The Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, City of Wilmington, County of New Castle, and the name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

III.

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

IV.

A. This Corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares which the Corporation is authorized to issue is five hundred thousand (500,000), all of which shares shall be Common Stock, each having a par value of No and 10/100 Dollars (\$0.10).

B. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation.

1. Voting Rights.

a. General Rights. Holders of Common Stock shall have one vote per share, except as otherwise provided herein or as required by law.

b. Election of Board of Directors. The election of the Board of Directors shall be conducted in the manner set forth in the Bylaws.

2. No Preemptive Rights. Stockholders shall have no preemptive rights except as granted by the Corporation pursuant to written agreements.

V.

A. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the Delaware General Corporation Law, or (4) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

B. Any repeal or modification of this Article IV shall only be prospective and shall not effect the rights under this Article IV in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

VI.

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

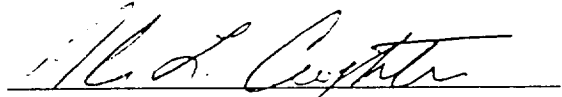
B. The Board of Directors may from time to time make, amend, supplement or repeal the Bylaws; provided, however, that the stockholders may change or repeal any Bylaw adopted by the Board of Directors by the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of the capital stock of the Corporation; and, provided further, that no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the stockholders.

C. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

IN WITNESS WHEREOF, Momentum Business Solutions, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by the President and the Secretary in Birmingham, Alabama, as of the 19th day of March, 2001.

MOMENTUM BUSINESS SOLUTIONS, INC.

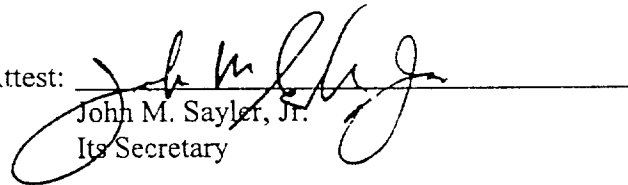
By:



Alan L. Creighton

Its President and Chief Executive Officer

Attest:



John M. Sayler, Jr.

Its Secretary

Secretary of State

Corporations Section

mes K. Polk Building, Suite 1800

Memphis, Tennessee 37243-0306

DATE: 04/27/00
REQUEST NUMBER: 3896-0928
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 04/26/00 1058
EFFECTIVE DATE/TIME: 04/26/00 1058
CONTROL NUMBER: 0388518

TO:
BALCH & BINGHAM LLP
ANNE-MARIE MYERS
P O BOX 306
BIRMINGHAM, AL 35201-0306

RE:
MOMENTUM BUSINESS SOLUTIONS, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

IN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 04/27/00

FROM:
BALCH & BINGHAM (BOX 306-BIRMINGHAM)
BOX 306

BIRMINGHAM, AL 35201-0000

RECEIVED: FEES \$600.00 \$0.00

TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002680511
ACCOUNT NUMBER: 00004369



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE



Department of State
Corporations Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

FILED
MAY 10 2000
10:58

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Momentum Business Solutions, Inc.

*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is April 20, 2000 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is
1401 20th Street South, Birmingham, AL 35205
Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is
530 Gay Street Knoxville Knox 37902
Street City County Zip Code
CT Corporation System
Registered Agent

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)
see attached

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)
see attached

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

_____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

April 24, 2000

Signature Date

President

Signer's Capacity

Momentum Business Solutions, Inc.

Name of Corporation

Alan L. Creighton
Signature

Alan L. Creighton, President

Name (typed or printed)

Momentum Business Solutions, Inc.

Officers:

Alan L. Creighton
Chief Executive Officer and President
1401 20th Street South
Birmingham, Alabama 35205

John M. Sayler, Jr.
Vice President - Marketing and Sales
1401 20th Street South
Birmingham, Alabama 35205

Rich Fogel
Secretary
1401 20th Street South
Birmingham, Alabama 35205

Directors:

Alan L. Creighton
Sole Director
1401 20th Street South
Birmingham, Alabama 35205

State of Delaware
Office of the Secretary of State

PAGE 1

10 APR 26 AM 10:59

SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOMENTUM BUSINESS SOLUTIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF APRIL, A.D. 2000.


AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MOMENTUM BUSINESS SOLUTIONS, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



3216570 8300

001206131


Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0396453

04-24-00

Exhibit 2

Management and Technical Biographies

Exhibit 2

Momentum Business Solutions, L.L.C. Management Biographies

Alan L. Creighton President and CEO

Mr. Creighton graduated from the University of Alabama in 1985 with a Bachelor of Science Degree in Finance with a Minor in Computer Science.

Mr. Creighton joined BellSouth Advanced Systems after graduating from the University of Alabama. BellSouth employed Mr. Creighton as a large business Account Executive until 1988. During his time spent with BellSouth, he consistently achieved objectives and won the “Presidential Circle of Excellence Award”. Mr. Creighton later joined NuCel, Inc. a wireless telecommunications company as Director of Marketing. NuCel built entire cellular systems for independent owners of MSA’s. From 1989 through 1999, he helped create and build significant businesses (in terms of members, revenues and valuations) in the managed care business. As part of that, Mr. Creighton served in several senior management positions including Vice President, Development, Regional Vice President and President.

Jack M. Salyer Senior Vice President, Sales and Marketing

Mr. Salyer graduated from the University of Georgia in 1988 and holds a Bachelor of Science Degree in Risk Management and Insurance.

Mr. Salyer began his professional career in 1989 with Alnet Communications, a long distance telecommunications company (now part of Global Crossing). During his three years at Alnet, Mr. Salyer held various sales and sales manager positions. His production consistently ranked in the top 10% within the company. He was responsible for selling a wide range of telecommunications products, including voice, data, and dedicated services. From 1992 to 1999, prior to forming Momentum Business Solutions, L.L.C., Mr. Salyer ran the sales organizations for three managed care organizations (Complete Health, Triton Health Systems, and Momentum Health Services). Mr. Salyer was a founding shareholder and officer of both Triton Health Systems and Momentum Health Services, and his sales team significantly surpassed all production projections and quotas.

James Todd Fowler
4013 Grand Manor Court, Apt. 302
Raleigh, NC 27612
(919) 861-5100

SUMMARY

A Director with more than 15 years of corporate experience. Proven ability to solve problems, stimulate growth, manage performance and sustain productivity in critical deadline environments. An innovative leader, who develops strong working relationships, adapts quickly and is results driven. Expertise is broad in scope and includes the following skills;

- | | |
|----------------------------------|-----------------------|
| - Management and Administration | - Information Systems |
| - Sales and Marketing | - Customer Service |
| - Product and Project Management | - Operations |

PROFESSIONAL EXPERIENCE

Business Telecom, Inc., Raleigh, NC **2000 – Present**

Director – Customer Care Services – Raleigh, NC

Responsible for Customer Care Services for one of the largest Integrated Communications Provider in the US. Responsibilities include but are not limited to, National Call Center, National Trouble Management Center, Field Support Services, Enhanced Communication Services and Field Dispatch Operations. Responsible for development of World Class Call Center with first call resolution, revenue generation and revenue protection through Field Support Services and Enhanced Communications, network implementation and maintenance for all Integrated Services through Trouble Management Services and Field Dispatch Operations and lastly Order provisioning through Local Services Customer Contact Center. Responsible for directing and managing a team of over 200 individuals with integrated management teams. Responsible for overall adherence to CAPX and SG and A budgets for entire CCS organization. Responsible for working with National Network Operations Center being deployed to ensure network optimization and monitoring of regional fiber network as well as key customer and vendor service connections. All responsibilities are tied closely to the management of all financial measurements relative to pending Initial Public Offering

BellSouth Telecommunications Inc., Atlanta, GA **1996 – 1999**

Regional Account Manager – Birmingham, AL

Responsible for Interexchange Carrier Business module within the Access Customer Sales organization of Interconnection Services. Responsibilities include contract and relationship management, customer care, network management and optimization, process analysis and improvement and lastly profitability management. Managed account team activities responsible for negotiating and securing 90% of customer business with long-term contracts ensuring revenue retention into the 21st century. Developed and lead a process improvement program for BellSouth's 5th and 6th largest customers that ensured customer satisfaction in all aspects of circuit ordering and provisioning.

Federal TransTel, Inc., Atlanta, GA **1993-1996**

Vice President, Birmingham, AL

Responsible for development, implementation and management of start-up company operations. Managed through leadership teams to establish Sales and Marketing, Accounting, Information Systems, Customer Care and Business Operations. Stimulated and managed company growth from four persons to over one hundred and fifty in first year. Implemented programs, products and processes that resulted in first year revenues in excess of \$5,500,000. Negotiated, implemented and managed Billing and collection contracts with all regional bell operating companies as well as Independent Telephone Companies. Established and managed nationwide customer-care center. Managed all aspects of costs and expense control to ensure positive P/L performance.

James Todd Fowler

PAGE TWO

BellSouth Telecommunications Inc., Atlanta, GA

1987-1993

National Account Executive – Birmingham, AL

1992-1993

Responsible for sales and marketing of the new BellSouth Direct Billing Services. Performed executive level analysis and presentation, which resulted in decision to move forward with new billing service. Performed market research and analysis which resulted in the wireless and utilities industries becoming the targeted niche for this line of business. Organized and managed inter-departmental teams to ensure delivery of customer desired services. Responsible for complete negotiation process between BellSouth and targeted clients.

BellSouth Telecommunications Inc., Atlanta, GA (continued)

Staff Manager – Birmingham, AL

1990-1992

Responsible for the management and sales of BellSouth Billing and Collection product to nationwide Interexchange Carriers. Negotiated, implemented and managed National Accounts utilizing the BellSouth Billing and Collection product. Responsible for customer advocacy with all internal BellSouth business units. Ensured contract compliance from all Billing and Collection accounts. Ensured service delivery for all reports, files and settlement payments.

BellSouth Telecommunications Inc., Atlanta, GA (continued)

Product Manager – Birmingham, AL

1989-1990

Responsible for establishment and management of customer premise equipment for BellSouth Consumer Products Division. Performed market research, product design, contract negotiations with overseas manufacturers, quality assurance, production scheduling, cost and pricing, life cycle management, inventory control and vendor relations. Organized and managed Consumer Electronics shows on a BI-annual basis. Developed PC based management system to ensure success of product lines. Responsible for the development and introduction of the first caller-id products sold by BellSouth in support of BellSouth Network Services.

EDUCATION

University of Alabama – Birmingham

B.S. Marketing, University of Alabama Birmingham – December 1985

3209 Virginia Drive
Hueytown, Alabama 35023

Home 205-497-0290
Work 205-321-4910
Email
peggy.d.mckay@bridge.bellsouth.
com

Peggy D. McKay

Objective

To obtain a position within BellSouth to best utilize the skills and experience gained during 30 years with the company.

Experience

1997–Present Interconnection Sales

Sales Support Director

- Responsible for cross district support of collocation and subject matter experts.
- Documented process improvements for collocation, to include revenue tracking.
- Documented process improvements on complex resale.
- Delivered job aids on UNE's, Complex Resale, LNP and Electronic Interfaces.
- Received Department Head Awards for work on Collocation.

1994–1997 BST/Product Commercialization Unit

Manager

- Responsible for special assemblies and contract service arrangements on the Advanced Networking Division products and services for all COUs.
- Delivered job aid and trained on the Advanced Networking Division products relating to special assemblies.
- Planned, coordinated, and facilitated annual seminars on the Advanced Networking Division products.
- Responsible for Network Design, such as lotteries and large data networks.
- Received multiple Department Head Awards each year and 1995 Peak Performers.

1992–1994 BST Data Unit

Manager

- Responsible for Sales Technical Support on data products, such as SMARTRing, Synchronet, FlexServ, Frame Relay, and NMLI..
- Participated on Product Teams.
- Delivered job aid on ESSX ISDN.
- Delivered job aid to support applications on the North Carolina Information Highway.
- Team member of Quality Action Team for one year with recommendations accepted by Sales Vice President.

1989–1992

South Central Bell Marketing/BBS

Manager

- Responsible for Bid Response and Contracts Group to respond and deliver complete package on CPE bids and RFP's with estimated value of \$500,000+.
- Met all due date for bids.
- Received Summit Club award and trip.

April 1989–Nov 1989

South Central Bell Marketing

Manager

- Responsible for Electronic Tandem Network design for the states of Kentucky and Tennessee.
- Delivered "white paper" on Software Defined Network submitted and published by the state government association.

July 1985 - April 1989

AT&T Information Systems

Systems Designer II

- Responsible for design, pricing and implementation of System 85, and System 75 for the State of Alabama account and its agencies.
- Received Area Vice President's award and participated in Area Vice President's Council.

Jan 1982 - July 1985

AT&T Information Systems

Systems Designer I

- Responsible for design, pricing and implementation of SMDR, Horizon, key systems, etc.

Nov 1981 - Jan 1982

South Central Bell Marketing

Systems Designer I

- Responsible for design, pricing, selling and implementation of Dimension systems, Horizon, key systems, etc.

April 1976 - Nov 1981

South Central Bell Marketing

Communication Consultant

- Responsible for design, pricing, selling and implementation of Dimension systems, key systems, ComKey, etc..

April 1972 -April 1976

South Central Bell Business Office

Service Representative

- Responsible for service orders, billing and collections on residential accounts.
- Special project on damaged poles, cables.

Nov 1970 - April 1972 South Central Bell

Mail Clerk

- Various duties related to the Centralized mail room.
- Requested for special project for accounting in addition to normal work duties.

Feb 1967 -Nov 1970 South Central Bell

Operator

- Responsibilities for long distance, CAMA and "Rate and Route".

Education

1968–1970 Walker Junior College Jasper, Ala

- Associate Science

1970 –1973 University of Alabama in Birmingham

- B.S., Business Administration

Tips

Responsibilities include direct reports since 1989 (Pay grade 59); leadership skills, facilitation skills, PC proficient in Word, Excel, Access

Hilaire Bruno deSa

630 Valleyview Dr. Pelham AL 35124-1526

(205) 664-2014

hdesa@bellsouth.net

OBJECTIVE Attain a senior position that integrates technical skills and project management in an environment where challenge, teamwork and enthusiasm are common

SUMMARY OF QUALIFICATIONS Over fourteen years of progressive professional experience in the Information Technology arena. Extensive experience in designing, building, implementing and managing Distributed Systems Networking and Application solutions to achieve or exceed employer, customer and personal objectives.

EDUCATION MB, BS - Masters Degree in Medical Sciences

CERTIFICATIONS

Microsoft Certified Trainer (MCT)

Certified Technical Trainer (CTT)

Microsoft Certified Systems Engineer (MCSE)

Microsoft Certified Professional + Internet (MCP + Internet)

Certified Novell Engineer (CNE)

SKILLS (In order of experience history)

	Experience	Started	Last Used
Software Engineering/Programming	13yrs	1987	Present
Desktop Help Desk	11yrs	1987	1998
Transmission Media Inst./Mgmt.	9yrs	1987	1996
DBase II, III+, IV	2yrs	1987	1989
Clipper Summer '87/5.0	8yrs	1988	1996
Novell Netware System. Admin.	11yrs	1989	Present
Internet Technology (TCP/IP)	10yrs	1990	Present
C (Microsoft, Watcom, Freeware)	10yrs	1990	Present
Project Management (informal)	6 yrs	1992	1998
Microsoft NT System Admin.	6yrs	1994	Present
MS-Access (1.0, 2.0,97)	4yrs	1994	1998
Unix System Admin (BSD, Linux)	3yrs	1995	1998
Sun Solaris Admin	1yr	1995	1996
Team Leadership	4yrs	1996	Present
MS Transact-SQL (6.0,6.5)	4yrs	1996	Present
MS SQL Admin. (6.0,6.5,7.0)	4yrs	1996	Present
IIS 2.0, 3.0, 4.0/ASP	4yrs	1996	Present
Visual Basic 3.0,4.0	2yrs	1996	1998
Perl	3yrs	1997	Present
Project Management (formal)	2yr	1998	Present
VBScript	2yr	1998	Present
Technical Instruction (part time)	2yr	1998	Present
ADSI	1yr	1999	Present
WMI/WBEM	1yr	1999	Present
REXX (Regina, CA Unicenter)	1yr	1999	Present

EXPERIENCE

EDS/BellSouth Telecommunications, Birmingham, AL. DSMC - Tools Team

Team Lead, June 1998 - Present

Team Leadership. Personally designed, instituted my team's model. The model incorporates Release Management, Product Management/Support, Lab Management and Quality Management processes. Sub processes include solution Architecture, Engineering, Lab Testing, Deployment and SA Training. Responsible for Tools solutions used in Monitoring, Event Management, Notification, Remote Control, Directory (User/Resource) Management, and Software Distribution and Reporting. Tools include CA Unicenter TNG (w/DMO and APO), SMS 1.2/2.0, ArcServeIT, Remotely Possible and BMC Patrol. My team supports a DSMC (distributed systems management center) which manages in excess of 450 NT 4.0 and Novell 4.11 servers and 20,000 work stations in the nine state BellSouth Telecommunications territory.

Solutions Engineering. Subject matter expert for programming tasks. Responsible for design, development, lab testing and supporting tools solutions that require a combination of a vendor-packaged application and an in-house scripts, compiled packages, interfaces, extensions, add-ons and active server pages, using Perl, VBScript, SMS PDF, SQL, HTML, C, ADSI, WMI/WBEM or REXX.

Project Management. Responsible for the Release Process. A Release incorporates a quarterly deployment of an inter-operable Tools Set. Responsible for gathering requirements, ensuring customer/vendor validation of requirements, developing scope, resource planing, scheduling, communications planing, risks documentation and alerting, project monitoring, reporting and closure.

EDS/BellSouth Telecommunications, Birmingham, AL. Field Support

Sr. Technical Mgr./ Adv. Systems Administrator. January 1997 – June 1998

Microsoft NT 4.0 System Administration. Subject matter expert for NT 4.0 servers and workstation. Personally designed, deployed and maintained two NT 4.0 domains for the BellSouth Data Center In Hoover AL. The domains incorporated 1200 NT workstations. Servers used Compaq Proliant 2000 systems. Assisted in the deployment of BellSouths new NT Infrastructure incorporating 7 domains with 87 servers. Servers used were Proliant 7000 systems.

Solutions Engineering Subject matter expert for programming tasks. Personally deployed and supported two IIS 4.0 web sites. Personally designed, developed, lab tested, and deployed monitoring and reporting tools for my team using Perl, VBScript, Visual Basic 4.0 MS Access and SQL.

Novell Netware 4.1 Network Systems Administration. Maintained a 1500 user, 3 context NT 4.1 NDS Tree in a group environment consisting of 6 team members. Personally installed and manage NT Workstation using NT workstation Manager for NDS.

MS SQL 6.5 Administration. Personally implemented and maintained two MS SQL Server 6.5 on Compaq Proliant 5000 quad processor systems.

Help Desk Coordination. Subject matter expert for Help Desk issues covering platforms including Windows 3.1, Windows 95 and Windows NT Workstation and Server. Monitor process statistics and produce reports for Help Desk Team.

University of Montevallo, Montevallo, AL. Computer Services

Chief Network Systems Administrator, July 1996 – January 1997

Campus wide Network Systems Administration. Personally designed, installed and administered an NT 4.0 student network domain, incorporating three HP RAID 5 Servers, ninety Windows 95 workstations, thirty Macintosh 7.5.3 workstations and fifteen HP LaserJet5 printers. Personally designed, installed and administered an NT 4.0 Faculty/Staff Macintosh network domain, incorporating one Server, and over ninety Macintosh Workstations and peripherals. Administered the Faculty/Staff network, incorporating a Compac RAID 5 Novell Netware 3.12 Server, over two hundred Windows 95/Windows 3.11 Workstations, over one hundred Macintosh 7.5.3 Workstations and over fifty HP LaserJet Printers.

Software Engineering. Subject matter expert for programming tasks. Personally deployed and supported two IIS 2.0 web sites. Personally designed developed, lab tested, and deployed monitoring and reporting tools for my team and other departments on campus using Visual Basic 4.0, MS Access and Paradox.

Campus wide Transmission Media Installation and Management. Installed and maintained Ethernet 10/100BaseT UTP cabling within buildings and fiber optic cabling between buildings. Network infrastructure includes 10 BaseT and Fiber hubs and switches as well as 100BaseTX switches. Transmission protocols included IPX, TCP/IP, Netbuei, AppleTalk and EtherTalk.

Campus wide Help Desk Management. Managed a five-person Help Desk Team supporting requests from a student body of 3643 and Faculty/Staff of approximately 500 located in twenty-three buildings across campus. Supported IBM PC and Macintosh computers and peripherals. Ordered all equipment and software used by the Help Desk team. Supported software applications which included PerfectOffice 4.0 suite, MS-Works, Excel, Netscape, Pegasus POP3 Mail, WordPerfect 3.5 for Mac and Eudora Mail for Mac.

Internet and Intranet Coordination. Liaison to Alabama Supercomputer Network (campus Internet feed). Coordinated campus wide IP address registry, through manual, BOOTP and DHCP facilities. Administered the Campus Web site and three POP3 e-mail servers.

Information Technology Resource Support. Recommended upgrades, specifications, manufacturers and vendors for equipment and software purchases to students, faculty and staff.

University of Alabama, Birmingham. Facilities Department

Information Systems Specialist. May 1992 - July 1996

Division wide Database Application Development. Programmed database applications for the different departments in M-Access and Visual Basic. Ported old applications in Clipper 5.0 to Windows Visual Basic applications.

Division wide Network Systems Administration. Personally designed, installed and maintained a LAN, incorporating three Novell Netware 3.12 Servers, one NT 3.51 server with MS-SQL 6.0, 50 workstations (Win3.1 and Win95), 10 CAD stations (Win95), 15 printers and two plotters. Personally designed, installed and maintained a Remote Access Server for dial-up from one for employees using Unix based and later Shiva Remote Access Server with IPX and TCP/IP protocols. Personally responsible for Sun Solaris Sparc Station that housed the Campus GIS system.

Division wide Transmission Media Design and Management. Designed, coordinated and maintained installation of Ethernet 10/100BaseT UTP cabling within building. Diagnosed problems with Ethernet cabling and coordinated repair.

Division wide Help Desk Management. Managed the Help Desk which supported requests from 57 Staff members. Ordered all equipment and software. Supported software applications, which included MS-Office (Word, Excel, Access, PowerPoint, WordPerfect 6.1 and Aldus PageMaker). Supported in-house developed applications with reprogramming and debugging of the applications as required.

Internet and Intranet Coordination. Liaison to UAB Computer Center and Communications Department. Coordinated division wide IP address registry, through manual and DHCP facilities. Administered the Division Web site and the POP3 e-mail server.

Information Technology Resource Support. Recommended upgrades and specifications for new equipment and software purchases to departmental heads.

International Enterprises, Talladega, AL Programmer, September 1990 through May 1992

Application Development. Designed, developed and maintained C 6.0 applications to control automated test modules used to diagnose problems with combat aircraft components. Designed, developed and maintained a database application in Clipper 5.0 to assist the supply depot of the company to monitor Government Furnished Material (GFM) from the military and Litton Canada.

Network Systems Administration. Personally designed, installed and maintained a 3 station D-Link peer LAN for the supply depot of the company. The network incorporated receipt printers and bar-code scanning and printing devices. Information Technology Resource Support. Recommended upgrades and specifications for new equipment and software purchases to management.

University of Alabama, Birmingham. Spain Rehabilitation Center Information Systems Specialist, May 1989 through September 1990

Database Application Development. Programmed database application in Clipper Summer '87/5.0. Designed first database application for National Spinal Cord Injury Program.

Network Systems Administration. Personally designed, installed and maintained a LAN, incorporation one Novell 2.15 Server, 46 workstations (Win3.0), 10 printers. Besides Netware, all stations had full 3270 mainframe link.

Transmission Media Installation and Management. Installed and maintained ThinNet 10Base2 coaxial cabling within building. Network infrastructure included coaxial cabling.

Help Desk Management. Managed the Help Desk which supported requests from 43 Staff members. Ordered all IBM PC based equipment and software. Supported software applications, which included WordPerfect 5.2, Lotus 123, DbaseIII, aldus PageMaker and Micrografix Designer. Supported in-house developed applications with reprogramming and debugging of the applications as required.

Information Technology Resource Support. Recommended upgrades and specifications for new equipment and software purchases to management.

CITIZENSHIP Citizenship: US Citizen

Exhibit 3

Financial Statements

This Exhibit contains proprietary and confidential business information and is being filed separately under seal.

Exhibit 4

Minority Business Plan

MOMENTUM BUSINESS SOLUTIONS, INC.

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS
BUSINESS PARTICIPATION PLAN

Pursuant to T.C.A. §65-5-212, as amended, Momentum Business Solutions, Inc. (“Momentum”) submits this small and minority-owned Telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

I. PURPOSE

The purpose of §65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. Momentum is committed to the goals of §65-5-212 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. Momentum will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Momentum will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Momentum of such opportunities. Momentum’s representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Momentum will seek to increase awareness of such opportunities so that

companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in §65-5-212.

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small business. Small business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

Momentum's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting Momentum's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Dennis Lipford
Vice President, Finance
Momentum Business Solutions, Inc.
2090 Columbiana Road, Suite 3000
Birmingham, AL
Telephone: (205) 978 - 2909
Facsimile: (205) 978 - 7509

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-212 and the rules and orders of the Tennessee Regulatory Authority.

- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-212.
- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) Providing information and educational activities to persons with Momentum and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce
The Tennessee Department of Economic and Community Development
The United States Department of Commerce
 Small Business Administration
 Office of Minority Business
The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities for small and minority-owned businesses will include

offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

Momentum will maintain records of qualified small and minority-owned businesses and efforts to use the goods and services of such businesses. In addition, Momentum will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan.

Momentum will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Momentum will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

Momentum Business Solutions, Inc.

By: 
Alan L. Creighton
President & CEO

Dated: April 17, 2001

Exhibit 5

IntraLATA Toll Dialing Parity Plan

Exhibit 5

Momentum Business Solutions, Inc. Tennessee IntraLATA Presubscription Implementation Plan

Introduction

Momentum Business Solutions, Inc. (“Momentum”) has in place a process that will give end user customers the opportunity to designate a carrier for their intraLATA toll call traffic in those market areas in which Momentum has a certificate of authority to offer local exchange service. IntraLATA toll calls will automatically be directed to the designated carrier without the necessity of dialing an access code.

General Information

Momentum has contracted with BellSouth Telecommunications to provide resale and combinations of unbundled network elements, thereby utilizing existing BellSouth switches. BellSouth has deployed Two-PIC (presubscribed interexchange carrier) technology in its switches. This technology will enable the customer to separately presubscribe intraLATA service and interLATA service to the same or different carriers. Although a service may be presubscribed, users may reach any carrier by dialing the appropriate access code. All eligible Momentum end user telephone line numbers will be presubscribed according to this plan.

Implementation of this plan will be concurrent with the commencement of offering service in the state of Tennessee.

Carrier Information

Carriers will have the option of offering intraLATA service only or interLATA and intraLATA service. Because Momentum is utilizing BellSouth switches, potential carriers have been notified of the availability of presubscription in specific market areas

and provided forms of non-disclosure and participation agreements. Carriers currently have the option of participating in any or all of such areas and no further requirements are necessary for existing carriers. All new carriers must apply through the Incumbents IntraLATA Presubscription Implementation Plan.

Momentum will not participate in billing disputes concerning intraLATA service between alternative competing carriers and their customers.

Network Information

All originating intraLATA traffic initially will be routed through the incumbent local exchange carrier (“ILEC”) access tandem or through direct trunks between the Incumbents switch and carrier locations, which may be used when traffic volumes warrant. Carriers must have Feature Group D trunks in place (or ordered) between their points of presence and the ILEC access tandem(s).

Momentum will route all originating intraLATA traffic to the designated carrier and will only block traffic at the request of the customer or in compliance with regulatory requirements. Requests from carriers to block traffic or to remove customers from their networks will not be honored. Calls that cannot be completed to a carrier will be routed to an announcement.

LATAs Served

Momentum intends to offer services in all the LATAs located in the state of Tennessee.

Customer Contact Information

When customers enroll for service with Momentum, Momentum representatives will provide alternative carriers’ names and contact telephone numbers (if provided by

the carrier) to customers in random order upon customer request. Momentum representatives will not discuss alternative carrier rates or services and will not provide customers with carrier identification codes or access dialing instructions. Momentum representatives will not initiate or accept three-way calls from alternative carriers to discuss presubscription.

Momentum will not ballot or allocate its customer base. Momentum will accept as a bona fide PIC a selection of “No PIC” as a choice, and customers who do not choose a carrier will be designated “No PIC”. Such customers will have access code dialing capability to reach participating intraLATA carriers. Momentum will provide customers with a confirmation, notifying them of their PIC selection (Momentum or an alternative carrier).

Presubscription Changes

Alternative carriers shall submit PIC changes to Momentum using the customer account record exchange (“CARE”) system via facsimile or other paper medium. Momentum will respond with PIC confirmation or rejection information using the CARE format. Details of the process, including the CARE system, will be provided as part of the correspondence with the carriers.

A \$5.00 PIC change charge may be assessed against the customer for each eligible line where a PIC change is made.

In an effort to reduce unauthorized PIC changes, Momentum will offer intraLATA PIC freeze service to all customers at no charge. A PIC freeze can only be initiated or removed by the customer requesting it through a Momentum representative.

Ported Telephone Numbers

Since Momentum is utilizing combinations of UNE's or resale from incumbents, Momentum itself will not need to offer ported telephone numbers as the incumbents are responsible for providing this service.

Regulatory Compliance

Momentum will comply with all rules of the TRA and the FCC concerning intraLATA toll dialing parity.

Exhibit 6

Pre-filed Testimony

Exhibit 6

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

**APPLICATION OF MOMENTUM BUSINESS SOLUTIONS, INC.
FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND INTRASTATE
INTEREXCHANGE SERVICES AND SWITCHED
AND SPECIAL ACCESS LOCAL EXCHANGE AND RESALE SERVICES**

PRE-FILED TESTIMONY OF ALAN L. CREIGHTON

I, Alan L. Creighton, do hereby testify as follows in support of the application of Momentum Business Solutions, Inc. (Momentum) for a Certificate of convenience and necessity as a competing telecommunications services provider to provide telecommunication services throughout the State of Tennessee.

Q: Please state your full name, business address, and position.

Response:

My name is Alan L. Creighton, and my business address is 2090 Columbiana Road, Suite 3000, Birmingham, AL 35216. I am President and CEO of Momentum Business Solutions, Inc., which I will refer to in my testimony as "Momentum."

Q: Please briefly describe your duties.

Response:

As President and CEO, I am ultimately responsible for the overall operational and financial performance of our company to Momentum shareholders, our Board, Regulatory Agencies, customers and wholesale suppliers.

Q: Please describe your business experience and educational background.

Response:

I graduated from the University of Alabama in 1985 with a Bachelor of Science Degree in Finance with a Minor in Computer Science. I joined BellSouth Advanced Systems after graduating from the University of Alabama. BellSouth employed me as a large business Account Executive until 1988. During my time spent with BellSouth, I consistently achieved objectives and won the "Presidential Circle of Excellence Award." I later joined NuCel, Inc. a wireless telecommunications company as Director of Marketing. NuCel built entire cellular systems for independent owners of MSA's. From 1989 through 1999, I helped create and build significant businesses (in terms of members, revenues and valuations) in the managed care business. As part of that, I served in several senior management positions including Vice President, Development, Regional Vice President and President.

Q: What is the purpose of your testimony?

Response:

The purpose of my testimony is to present evidence on the technical and managerial capabilities of Momentum to provide local exchange, intrastate exchange, intrastate interexchange services, switched access, and special access services in Tennessee and to describe the services Momentum proposes to offer. I

will present evidence of Momentum's financial ability to offer the proposed services.

Q: Has Momentum registered to do business in Tennessee?

Response:

Yes. Momentum received a Certificate of Authority in Tennessee on April 26, 2000. A true and correct copy of Momentum's certificate is attached as Exhibit 1.

Q: Please describe the current corporate structure of Momentum.

Response:

Currently, MBS Holding, Inc. owns eighty percent (80%) of Momentum Business Solutions, Inc. Jack Salyer, Senior Vice President of Sales and Marketing, and myself own the remaining twenty percent (20%) equally. MBS Holding, Mr. Salyer, and I have entered into a Preferred Stock Purchase Agreement whereby MBS Holding, Inc. will ultimately own 100% of Momentum Business Solutions, Inc. Momentum Business Solutions, Inc. has no subsidiaries or affiliates.

Q: Does Momentum possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

Response:

Yes. Momentum has a team of experienced telecommunication and business managers. Brief resumes of key personnel are included with the filed petition as Exhibit 2.

Q: Please describe Momentum's financial qualifications.

Response:

Momentum has recently completed its funding requirements by closing a Preferred Stock Purchase Agreement with its investors on March 19, 2001.

The funding secured by Momentum is intended to finance the buildout of a "first class" call center, billing operations, and order and processing center. A significant portion of our funding is budgeted to purchase the necessary infrastructure to support our operations and to enable Momentum to hire a professional staff. None of our funding will be spent on facility-based equipment, engineering, outside plant, etc. as Momentum intends to purchase UNE combinations and resale from the incumbents.

Please see Exhibit 3 to this filed petition for a complete set of our current financials and three-year projections.

Q: Please describe Momentum's managerial and technical qualifications.

Response:

Momentum has built an experienced Senior Management team which includes the following:

Jack M. Salyer, Senior Vice President, Sales and Marketing: Mr. Salyer graduated from the University of Georgia in 1988 and holds a Bachelor of Science Degree in Risk Management and Insurance. Mr. Salyer began his professional career in 1989 with Alnet Communications, a long distance telecommunications company (now part of Global Crossing). During his three years at Alnet, Mr. Salyer held various sales and sales manager positions. His production consistently ranked in the top 10% within the company. He was responsible for selling a wide range of telecommunications products, including voice, data, and dedicated services. From 1992 to 1999, prior to forming Momentum Business Solutions, Inc., Mr. Salyer ran the sales organizations for three managed care organizations (Complete Health, Triton Health Systems, and

Momentum Health Services). Mr. Salyer was a founding shareholder and officer of both Triton Health Systems and Momentum Health Services, and his sales team significantly surpassed all production projections and quotas.

Todd Fowler, Vice President, Operations: Mr. Fowler graduated from the University of Alabama-Birmingham in 1985 and holds a Bachelor of Science Degree in Marketing. Mr. Fowler began his career at BellSouth Telecommunications as Product Manager for CPE. Mr. Fowler quickly took on new responsibilities as Staff Manager responsible of the Billing and Collections product for Interexchange Carriers. Later, Mr. Fowler helped create Federal Trans Tel managing Billing and Collection contracts with all regional bell operating companies. Mr. Fowler was recruited to North Carolina by Business Telecom, Inc. as Director-Customer Care Services in charge of National Call Center, National Trouble Dispatch Center, Field Support Services, Enhanced Communications Services, and Field Dispatch Operations.

Hiliare Bruno deSa, Director, Information Technologies: Mr. deSa holds a MB, BS, and Masters Degree in Medical Sciences and is currently certified as a Microsoft Certified Trainer, Certified Technical Trainer, Microsoft Certified Systems Engineer, Microsoft Certified Professional and Internet and Certified Novell Engineer. Mr. deSa began his career as a physician in internal medicine. Mr. deSa moved into information technologies achieving many certifications as described above. Mr. deSa has a wide range of experience, ranging from ISP management, network administration, and database application development. Most recently, Mr. deSa was with BellSouth Telecommunications and EDS working as Project Management, managing 450 NT and Novell servers and 20,000 work stations in a nine state region.

Peggy D. McKay: Ms. McKay has earned a Bachelor of Science from the University of Alabama-Birmingham in Business Administration. Ms. McKay began her career with South Central Bell as an Operator and quickly moved

through other positions including Service Representative, Communications Consultant, Systems Designer, Manager and Director. Ms. McKay spent much of her career in the “line” business and has had experience working in call centers, billing, CPE sales, bid response, sales technical support, and Interconnection. Most recently as a Director in the interconnection department with BellSouth, she was responsible for support on UNE’s, complex resale, LNP, Electronic Interfaces and Collocation. After retiring, BellSouth engaged Ms. McKay to train CLECs in LENS, CSOTS, CAFÉ, TAFI, among other classes.

Q: What services will Momentum offer?

Response:

With respect to Momentum’s local exchange offerings, Momentum intends to provide all forms of intrastate telecommunication services, including basic exchange services, custom and class features, ancillary services such as 911, E911, directory listings, directory assistance, etc., special access services and intrastate interexchange services.

Q: Does Momentum plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines?

Response:

No.

Q: Will the granting of a certificate of convenience and necessity to Momentum serve the public interest?

Response:

Yes. Momentum Business Solutions will offer a broad range of products and services that will be developed on an ongoing basis. These will initially focus

on the 1-10 line market, with heavy emphasis on POTS services and vertical features, as well as long-distance service provided on a resale basis by our designated long-distance carrier. Customers will also be able to change their existing pre-subscribed Inter-exchange carrier for both intraLATA and interLATA long distance to our own long distance service, provisioned via a sub-PIC provided by our designated long-distance global crossing.

Since the majority of our customer base in the initial phase of our business plan will be derived from ILEC and CLEC customers, we will offer to switch their existing service to Momentum Business Solutions "as specified." This will be done by utilizing the UNE-P contract to provision any loop/port combinations that apply to the existing end-user service, and offering those existing services not available on the UNE-P agreement via resale.

All orders will be processed via BellSouth approved OSS interfaces utilizing desktop programs and database systems that will provide proprietary front-ends for our service reps, customer care, and sales and marketing departments. This will allow our sales and marketing organization that ability to interface with BellSouth's CRIS, RSAG, PSIMS and other databases to retrieve pre-sales customer information after we have obtained approval via an authorized LOA from the end-user. This information will then be used to develop pricing and discounts. Once the customer accepts our service, the Ordering and Provisioning department will input orders via a BellSouth compliant electronic interface that conforms to LEO, OBF, EDI and any other standards necessary to complete a clean, error-free electronic order.

Once customers are converted, they will be sent a welcome package describing Momentum's products and services, our billing format and all necessary contact information for repair, maintenance, ordering and other service activities. Repair and maintenance will be done via TAFI, with our Repair department qualifying whether the trouble is with the set, the inside wire or the line. If it can be determined that the trouble is in the line, and cannot be cleared via TAFI, our Repair department will refer the problem to BellSouth for further

isolation. We will provide status and updates to the customer until the trouble has been cleared.

Momentum's business plan targets the mass market, including small business as well as certain residential customers (i.e., owners of small businesses). We believe that this mass market has not yet seen the competition which the 1996 Telecommunications Act was designed to foster, largely due to significant regulatory uncertainty as to a competing carrier's ability to access certain of BellSouth's network elements, particularly local circuit switching and the routing tables inherent in such switching capability.

Momentum is currently in a position to enter certain residential and small business markets rapidly. Momentum currently has agreements for the provision of the services we intend to offer, including an Interconnection Agreement with BellSouth and other contracts for the resale of other services, including long distance with Global Crossing, and shipping services with Freight Savers Express. We believe that the provision of all of these services as a "single solution" to the small business owner is, in and of itself, in the public interest.

Q: Does Momentum intend to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?

Response:

Yes, Momentum is familiar with and will strictly adhere to the rules, policies, and orders of the TRA. Momentum's Peggy McKay will act as our Regulatory contact for the Tennessee Regulatory Authority.

Q: In accordance with Section 65-5-213 of the Tennessee Code, does Momentum acknowledge the importance of supporting small and minority owned telecommunications businesses and does it agree to contribute its share to the fund established by the Tennessee Department of Economic and Community Development?

Response:

Yes, Momentum acknowledges the importance of supporting small and minority owned telecommunication businesses and will fully contribute its share to the said fund. Also, Momentum by my direction and hand has effectuated a Small and Minority Owned Telecommunications Business Participation Plan, and a copy of said plan, effective May 1, 2000, is attached to the Petition as Exhibit 4.

Q: Has any state ever denied Momentum or one of its affiliates authorization to provide intrastate service?

Response:

No, Momentum currently holds a Certificate of Authority in the State of Alabama in good standing.

Q: Has any state ever revoked the certification of Momentum or one of its affiliates?

Response:

No.

Q: Has Momentum or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?

Response:

No.

Q: Who is knowledgeable about Momentum's operations and will serve as Momentum, Inc.'s regulatory and customer service contact?

Response:

Peggy McKay, Director, Project Management – Regulatory Contact.

Todd Fowler, Vice President Operations – Customer Service Contact.

Q: Are all statements in Momentum true and correct to the best of your knowledge, information, and belief?


Response:

Yes, all said information provided to the Tennessee Regulatory Authority is accurate and true.

VERIFICATION AND NOTARY

State of Alabama)
)
County of Jefferson) ss.

I, Alan L. Creighton, by my signature below, do hereby verify that the above said testimony was given by myself on this day, April 19, 2001.

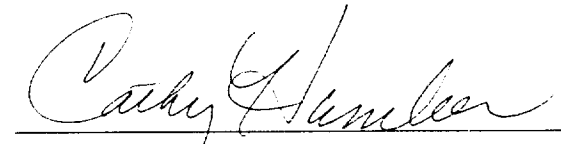


Alan L. Creighton

President and CEO

Momentum Business Solutions, Inc.

Sworn and subscribed before me, the undersigned authority in and for the said jurisdiction above, the within named Alan L. Creighton, this 18 day of April 2001.


Notary Public

My Commission Expires: 12/02/01